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China Smartpay Group Holdings Limited

中國支付通集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8325)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 13 MAY 2021

Reference is made to the circular (the “**Circular**”), together with the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of China Smartpay Group Holdings Limited (the “**Company**”) both dated 22 April 2021. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the ordinary resolutions as set out in the Notice were duly passed by the Shareholders (or the Independent Shareholders, as the case may be) by way of poll at the EGM held on 13 May 2021.

As at the date of the EGM, the total number of Shares in issue was 1,973,018,693 Shares. As disclosed in the Circular, pursuant to Rule 17.42A of the GEM Listing Rules, the Refreshment of General Mandate will be subject to Independent Shareholders’ approval at the EGM. Any controlling shareholders and their respective associates, or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution(s) to approve the Refreshment of General Mandate. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of the EGM, (i) the Company had no controlling shareholder; and (ii) neither the Directors and the chief executive of the Company nor their respective associates held any Shares, thus no Shareholder was required to abstain from voting on the proposed resolutions in respect of the Refreshment of General Mandate at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions in respect of the Refreshment of General Mandate at the EGM was 1,973,018,693 Shares while the total number of Shares entitling the Shareholders to attend and vote for or against other resolutions at the EGM was 1,973,018,693 Shares.

No Shareholder was required to abstain from voting on the resolutions at the EGM under the GEM Listing Rules. No party had stated its/his/her intention in the Circular to vote against or abstain from voting on the resolutions proposed at the EGM, and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules.

The poll results in respect of the resolutions proposed at the EGM are set out as follows:

Ordinary Resolutions		Number of votes (approximate %)	
		For	Against
1.	To approve the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 8,000,000,000 new Shares in the capital of the Company.	720,430,059 (94.5224%)	41,748,918 (5.4776%)
2.	A. Conditional upon the passing of resolution no. 1 above, to grant a general mandate to the Directors to allot, issue or otherwise deal with additional Shares not exceeding 20 per cent. of the total number of issued Shares as at the date of passing of this resolution.	720,430,059 (94.5224%)	41,748,918 (5.4776%)
	B. Conditional upon the passing of resolution no. 2A above, to add the number of Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM to the mandate granted to the Directors pursuant to resolution no. 2A above.	720,430,059 (94.5224%)	41,748,918 (5.4776%)
3.	Conditional upon the passing of resolution no. 1 above, the terms of the New Share Option Scheme contained in the document marked “A” produced to the EGM and initialled by the chairman of the EGM for the purpose of identification be and are hereby approved and adopted; and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as they may in their absolute discretion consider necessary, desirable or expedient in order to implement and to give full effect to the New Share Option Scheme.	720,430,059 (94.5224%)	41,748,918 (5.4776%)

** For the full text of the proposed resolutions, please refer to the Notice as contained in the Circular.*

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1, 2A, 2B and 3 at the EGM, each of these resolutions was duly passed as an ordinary resolution of the Company.

The Company's share registrar in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of the vote-taking.

By Order of the Board
China Smartpay Group Holdings Limited
Lin Xiaofeng
Executive Director

Hong Kong, 13 May 2021

As at the date of this announcement, the Board comprises (i) four executive Directors, namely, Mr. Zhang Xi, Mr. Wu Hao, Mr. Lin Xiaofeng and Mr. Song Xiangping; and (ii) three independent non-executive Directors, namely, Mr. Wang Yiming, Mr. Lu Dongcheng and Dr. Yuan Shumin.

This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting. The announcement will also be published on the Company's website at <http://www.chinasmartpay.com>.